

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
KONA GRILL, INC., et al.,¹) Case No.: 19-10953 (CSS)
) (Jointly Administered)
Debtors.)
) **Re: Docket Nos. 5 and 52**

Objection Deadline: May 21, 2019 at 4:00 p.m. (ET)
Hearing Date: May 28, 2019 at 1:00 p.m. (ET)

**NOTICE OF ENTRY OF INTERIM ORDER AND FINAL HEARING REGARDING
DEBTORS' MOTION FOR ORDER: (I) AUTHORIZING THE DEBTORS TO FILE
(A) CONSOLIDATED LIST OF CREDITORS AND (B) CONSOLIDATED LIST OF
DEBTORS' TOP THIRTY UNSECURED CREDITORS; (II) WAIVING THE
RIGHT TO FILE A LIST OF EQUITY SECURITY HOLDERS;
AND (III) GRANTING RELATED RELIEF**

TO: (a) the Office of the United States Trustee; (b) Key Bank National Association and Zions Bank, (c) parties asserting liens against the Debtors' assets, (d) the Debtors' thirty largest unsecured creditors on a consolidated basis; and (e) any party requesting special notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that on April 30, 2019, the above-captioned debtors and debtors in possession (collectively, the "Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that the Debtors filed the *Debtors' Motion for Order: (I) Authorizing the Debtors to File (A) Consolidated List of Creditors and (B) Consolidated List of Debtors' Top Thirty Unsecured Creditors; (II) Waiving the Right to File a List of Equity Security Holders; and (III) Granting Related Relief* (the "Motion") [Docket No. 5]

¹ The Debtors and the last four digits of their respective taxpayer identification numbers include: Kona Grill, Inc. (6690); Kona Restaurant Holdings, Inc. (6703); Kona Sushi, Inc. (4253); Kona Macadamia, Inc. (2438); Kona Texas Restaurants, Inc. (4089); Kona Grill International Holdings, Inc. (1841); Kona Baltimore, Inc. (9163); Kona Grill International, Inc. (7911); and Kona Grill Puerto Rico, Inc. (7641). The headquarters and service address for the above-captioned Debtors is 15059 North Scottsdale Road, Suite 300, Scottsdale, Arizona 85254.

with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”). A copy of the Motion is attached hereto as **Exhibit 1**.

PLEASE TAKE FURTHER NOTICE that the Debtors presented certain first-day motions at a hearing before the Honorable Christopher S. Sontchi at the Bankruptcy Court on May 2, 2019. The Bankruptcy Court granted interim relief on the Motion and entered the *Interim Order: (I) Authorizing the Debtors to File (A) Consolidated List of Creditors and (B) Consolidated List of Debtors’ Top Thirty Unsecured Creditors; (II) Waiving the Right to File a List of Equity Security Holders; and (III) Granting Related Relief* (the “Interim Order”) [Docket No. 52], attached hereto as **Exhibit 2**.

PLEASE TAKE FURTHER NOTICE that any response or objection to the entry of a final order with respect to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **May 21, 2019 at 4:00 p.m. prevailing Eastern Time**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (i) the Debtors, Kona Grill, Inc., 15059 N. Scottsdale Rd., Suite 300, Scottsdale, AZ 85254, Attn: Christopher J. Wells; (ii) proposed counsel for the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801, Attn: James E. O’Neill (joneill@pszjlaw.com); (iii) counsel to any statutory committee appointed in these cases; (iv) counsel for the Debtors’ prepetition and postpetition secured lenders, Buchanan Ingersoll & Rooney PC, 919 North Market Street, Suite 990, Wilmington, DE 19801-1054 Attn: Mary F. Caloway, (mary.caloway@bipc.com); and (v) the Office of The United States Trustee, Attn: Jaclyn Weissgerber,

(jaclyn.weissgerber@usdoj.gov), 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE FINAL RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE FINAL RELIEF SOUGHT IN THE MOTION WILL BE HELD ON **MAY 28, 2019 AT 1:00 P.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.**

Dated: May 6, 2019

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Jeremy V. Richards (CA Bar No. 102300)
James E. O'Neill (DE Bar No. 4042)
John W. Lucas (CA Bar No. 271038)
919 N. Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
E-mail: jrichards@pszjlaw.com
joneill@pszjlaw.com
jlucas@pszjlaw.com

Proposed Attorneys for Debtors and Debtors in Possession

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
KONA GRILL, INC., et al.,¹) Case No.: 19-10953 ()
) Joint Administration Requested
Debtors.)
)

**DEBTORS' MOTION FOR ORDER: (I) AUTHORIZING
DEBTORS TO FILE (A) CONSOLIDATED LIST OF CREDITORS
AND (B) CONSOLIDATED LIST OF DEBTORS' TOP THIRTY
UNSECURED CREDITORS; (II) WAIVING THE RIGHT TO FILE A LIST OF
EQUITY SECURITY HOLDERS; AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the "Debtors") in these chapter 11 cases, hereby move this Court (the "Motion") for entry of an order (the "Order"), substantially in the form attached hereto as **Exhibit A**, pursuant to sections 105 and 521 of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 1001-1(c), 1007-2, and 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"): (i) authorizing the Debtors to file (a) a consolidated list of creditors in lieu of submitting separate mailing matrices for each Debtors and (b) a consolidated list of the Debtors' thirty (30)

¹ The Debtors and the last four digits of their respective taxpayer identification numbers include: Kona Grill, Inc. (6690); Kona Restaurant Holdings, Inc. (6703); Kona Sushi, Inc. (4253); Kona Macadamia, Inc. (2438); Kona Texas Restaurants, Inc. (4089); Kona Grill International Holdings, Inc. (1841); Kona Baltimore, Inc. (9163); Kona Grill International, Inc. (7911); and Kona Grill Puerto Rico, Inc. (7641). The headquarters and service address for the above-captioned Debtors is 15059 North Scottsdale Road, Suite 300, Scottsdale, Arizona 85254.

largest general unsecured creditors; (ii) waiving the requirement to file a list of equity security holders; and (iii) granting related relief.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a) and 521(a)(1), of the Bankruptcy Code, as supplemented by Bankruptcy Rules 1007(a)(1), (a)(3) and (d) and Local Rules 1001-1(c) and 1007-2.

Background

4. On the date hereof (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Concurrently herewith, the Debtors have filed a motion with this Court requesting joint administration of the Debtors’ chapter 11 cases (the “Cases”) for procedural purposes only. The Debtors are operating their business and managing their properties as debtors and debtors in possession pursuant to

sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner in these cases, and no official committee has yet been appointed by the Office of the United States Trustee.

5. The factual background regarding the Debtors, including their current and historical business operations and the events precipitating the chapter 11 filing, is set forth in detail in the *Declaration of Christopher J. Wells in Support of First Day Pleadings* (the “First Day Declaration”) filed concurrently herewith and fully incorporated herein by reference.²

Relief Requested

6. By this Motion, the Debtors seek entry of an order (i) authorizing the Debtors to file (a) a consolidated list of creditors in lieu of submitting separate mailing matrices for each Debtor and (b) a consolidated list of the Debtors’ thirty (30) largest unsecured creditors; (ii) waiving the requirement to file a list of equity security holders; and (iii) granting related relief.

Basis for Relief

A. Request for Authority to File Consolidated List of Creditors in Lieu of Submitting Separate Mailing Matrices for Each Debtor

7. Local Rule 1007-2 provides that, in a voluntary chapter 11 case, the debtor must file “a list containing the name and complete address of each creditor in such format as directed by the Clerk’s Office Procedures.” Local Rule 2002-1(f)(v) requires each debtor in

² Capitalized term used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

jointly administered cases to maintain a separate creditor mailing matrix. Local Rule 1001-1(c) permits modification of the Local Rules by the Court “in the interest of justice.”

8. The Debtors presently maintain computerized lists of the names and addresses of their respective creditors that are entitled to receive notices and other documents in these chapter 11 cases. The lists are maintained without regard for which entity a party may have a relationship with. The Debtors believe that the information as maintained in computer files (or those of their agents) may be utilized efficiently to provide interested parties with notices and other similar documents as contemplated by Local Rule 1007-2 on a consolidated basis. Requiring the Debtors to submit Debtor-specific creditor matrices for each of the Debtors would be an unnecessarily burdensome task and would likely result in duplicate mailings. Accordingly, by this Motion, the Debtors seek authority to file the lists on a consolidated basis, identifying their creditors in the format or formats currently maintained in the ordinary course of the Debtors’ businesses.

9. Moreover, concurrently with this Motion, the Debtors have filed an application (the “Agent Application”) seeking the appointment of Epiq Corporate Restructuring, LLC (“Agent”) as noticing, balloting and disbursing agent in these chapter 11 cases. If the Agent Application is granted, Agent will, among other things, (a) assist with the consolidation of the Debtors’ computer records into a creditor and security holder database and (b) complete the mailing of notices and other documents in these chapter 11 cases to the parties in these databases. After consultation with Agent, the Debtors believe that filing the lists in the formats

currently maintained in the ordinary course of business will be sufficient to permit Agent to notice promptly all applicable parties as required by Local Rule 1007-2.

10. The Court has granted relief similar to the relief requested herein since the modifications to Local Rule 2002-1(f)(v) took effect. *See, e.g., In re True Religion Apparel, Inc.*, Case No. 17-11460 (BLS) (Bankr. D. Del. July 6, 2017) (authorizing filing of a consolidated list of creditors in lieu of separate mailing matrices); *In re The Walking Company Holdings, Inc.*, No. 18-10474 (LSS) (Bankr. D. Del. March 8, 2018) (same); *In re Central Grocers, Inc.*, Case No. 17-10993 (LSS) (Bankr. D. Del. May 4, 2017) (same); *In re American Apparel, Inc.*, Case No. 15-12055 (BLS) (Bankr. D. Del. Oct. 13, 2015) (same); *In re AWI Delaware, Inc.*, No. 14-12092 (KJC) (Bankr. D. Del. Sept. 10, 2014) (same); *In re Entegra Power Group LLC*, No. 14-11859 (PJW) (Bankr. D. Del. Aug. 6, 2014) (same).

B. Request for Authority to File Consolidated List of Debtors' Top Thirty Unsecured Creditors

11. Pursuant to Bankruptcy Rule 1007(d), a chapter 11 debtor must file with its voluntary petition a list setting forth the names, addresses, and claim amounts of the creditors, excluding insiders, holding the twenty largest unsecured claims in the debtor's case (a "Top 20 List"). This Top 20 List is primarily used by the United States Trustee (the "U.S. Trustee") to evaluate the types and amounts of unsecured claims against the debtor and thus identify potential candidates to serve on an official committee of unsecured creditors appointed in the debtor's case pursuant to section 1102 of the Bankruptcy Code.

12. The Debtors request authority to file a single list of their thirty (30) largest general unsecured creditors on a consolidated basis. Because the Top 20 Lists could overlap,

and certain Debtors may have fewer than twenty identifiable unsecured creditors, the Debtors submit that filing separate Top 20 Lists for each Debtor would be of limited utility. In addition, given the worldwide location of many of their general unsecured creditors, the exercise of compiling separate Top 20 Lists for each individual Debtor could consume an excessive amount of the company's limited time and resources, and could constitute a distraction of management's attention otherwise needed on operations at the start of these chapter 11 cases. Finally, the Debtors believe a single, consolidated list of the company's thirty (30) largest unsecured, non-insider creditors will aid the U.S. Trustee in its efforts to communicate with these creditors.

13. Therefore, the Debtors respectfully request authorization to file a single consolidated list of their thirty (30) largest unsecured creditors in these cases (the "Consolidated Top 30 List").

14. The Debtors believe that such relief is not only appropriate under the circumstances, but necessary for the efficient and orderly administration of these cases.

C. Request for Waiver of the Requirement to File the List of Equity Security Holders

15. Bankruptcy Rule 1007(a)(3) requires a debtor, within 14 days of the petition date, to file a list containing the name, address, and the number and kind of interests of each equity security holder. *See* Fed. R. Bankr. P. 1007(a)(3). Further, Bankruptcy Rule 2002(d) requires that equity security holders be provided notice of, among other things, the commencement of the bankruptcy case and the confirmation hearing. *See* Fed. R. Bankr. P. 2002(d).

16. The Debtors respectfully submit that the requirements to file a list of equity holders should be waived in these cases. Kona Grill, Inc.'s ("KG") common stock was previously listed for trading on NASDAQ before it was delisted and is not trading on . As of the December 31, 2018, approximately 13,263,825 shares of KG equity interests were issued and outstanding. The Debtors submit that preparing a list of KG's equity security holders with last known addresses and sending notice of all motions and pleadings to such parties would prove extremely expensive and time consuming and serve little or no beneficial purpose. This is especially true where, as here, these chapter 11 cases will be expeditiously concluded. Moreover, KG filed with its petition a list of holders of ten percent or more of KG's outstanding common stock.

17. Even without a list of KG's equity security holders, the Debtors will be able to serve a notice of commencement of the cases, a disclosure statement notice, and a confirmation hearing notice on each of KG's equity security holders. The Debtors obtained a list of registered holders and nominee holders and coordinated with those parties to provide the notice of commencement of the cases to all of KG's equity security holders. The Debtors intend to send disclosure statement and confirmation hearing notices in the same manner if these cases are resolved through the plan confirmation process.

18. Further, equity holders had immediate notice of the filing of these chapter 11 cases by virtue of the Debtors' publication of a notice of commencement of the chapter 11 cases on their public website, <http://dm.epiq11.com/Konagrill>, the website of the Agent.

19. Courts routinely grant substantially similar relief in cases involving publicly traded debtors. *See, e.g., In re The Dolan Company*, No. 14-10614 (BLS) (Bankr. D. Del. Mar. 25, 2014) (waiving the requirement to file a list of equity security holders and the requirement to provide notice directly to equity security holders); *In re Gatehouse Media, Inc.*, No. 13-12503 (MFW) (Bankr. D. Del. Sept. 30, 2013 (extending the deadline to, and, if the debtors' plans were confirmed in such time, waiving the requirement to file a list of equity security holders); *In re PMGI Holdings, Inc.*, No. 13-12404 (CSS) (Bankr. D. Del. Sept. 18, 2013) (waiving the requirement to file a list of equity security holders); *In re Maxcom Telecomunicaciones, S.A.B. de C. V.*, No. 13-11839 (PJW) (Bankr. D. Del. Aug. 15, 2013) (extending deadline to, and, if the debtors' plan were confirmed in such time, waiving the requirement to file a list of equity security holders); *In re Dex One Corp.*, No. 13-10533 (KG) (Bankr. D. Del. Mar. 19, 2013) (same).

20. The Debtors other than KG are all wholly-owned subsidiaries of KG. The ownership of these entities will be reflected on the corporate ownership statement filed with their voluntary petitions. Accordingly, filing a separate list of equity security holders will serve no beneficial purpose.

21. In light of the foregoing, the Debtors submit that cause exists for the Court to waive the requirement under Bankruptcy Rule 1007(a)(3) with respect to lists of equity security holders. Bankruptcy Code section 105(a) also empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title."

11 U.S.C. § 105(a). The Debtors submit that the relief requested is appropriate in these chapter 11 cases and is within the Court's equitable powers.

Notice

22. Notice of this Motion shall be given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the United States Trustee; (b) Key Bank National Association and Zions Bank, (c) parties asserting liens against the Debtors' assets, and (d) the Debtors' thirty largest unsecured creditors on a consolidated basis. As the Motion is seeking "first day" relief, within two business days after the hearing on the Motion, the Debtors will serve copies of the Motion and any order entered respecting the Motion as required by Del. Bankr. LR 9013-1(m). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

23. No prior motion for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request entry of an order (i) granting the relief requested herein and (ii) granting the Debtors such other and further relief as the Court deems just and proper.

Dated: April 30, 2019

PACHULSKI STANG ZIEHL & JONES LLP



Jeremy V. Richards (CA Bar No. 102300)
James E. O'Neill (DE Bar No. 4042)
John W. Lucas (CA Bar No. 271038)
919 N. Market Street, 17th Floor
Wilmington, DE 91899
Tel: (302) 652-4100
Fax: (302) 652-4400
E-mail: jrichards@pszjlaw.com
joneill@pszjlaw.com
jlucas@pszjlaw.com

Proposed Attorneys for Debtors and Debtors in Possession

EXHIBIT A

(Proposed Order)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
KONA GRILL, INC., et al.,¹) Case No.: 19-10953 ()
) Joint Administration Requested
Debtors.)
)

**ORDER (I) AUTHORIZING THE DEBTORS
FILE (A) CONSOLIDATED LIST OF CREDITORS AND
(B) CONSOLIDATED LIST OF DEBTORS TOP THIRTY UNSECURED
CREDITORS; (II) WAIVING THE RIGHT TO FILE A LIST OF EQUITY
SECURITY HOLDERS; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”), for entry of an order pursuant to sections 105 and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 1001-1(c) and 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) (i) authorizing the Debtors to file (a) a consolidated list of creditors in lieu of submitting separate mailing matrices for each Debtor and (b) a consolidated list of the Debtors’ thirty (30) largest unsecured creditors; (ii) waiving the requirement to file a list of equity security holders; and (iii) granting related

¹ The Debtors and the last four digits of their respective taxpayer identification numbers include: Kona Grill, Inc. (6690); Kona Restaurant Holdings, Inc. (6703); Kona Sushi, Inc. (4253); Kona Macadamia, Inc. (2438); Kona Texas Restaurants, Inc. (4089); Kona Grill International Holdings, Inc. (1841); Kona Baltimore, Inc. (9163); Kona Grill International, Inc. (7911); and Kona Grill Puerto Rico, Inc. (7641). The headquarters and service address for the above-captioned Debtors is 15059 North Scottsdale Road, Suite 300, Scottsdale, Arizona 85254.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

relief; and upon consideration of the First Day Declaration; and adequate notice of the Motion having been given as set forth in the Motion; and it appearing that no other or further notice is necessary; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having determined that consideration of the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration establish just cause for the relief requested in the Motion, and that such relief is in the best interests of the Debtors, their estates, their creditors, and the parties in interest; and upon the record in these proceedings; and after due deliberation;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The requirement of Local Rule 2002-1(f)(v) that separate mailing matrices be submitted for each Debtor is permanently waived.
3. The Debtors are authorized to submit a consolidated list of their top thirty (30) unsecured creditors, provided, however, in the event of conversion of the Debtors' chapter 11 cases to cases under chapter 7, the Debtors will provide the Clerk of the Court with an unconsolidated list of creditors within ten (10) days of such conversion.
4. The requirement that the Debtors file a list of their equity security holders under Bankruptcy Rule 1007(a)(3) is permanently waived.

5. Notwithstanding any provision in the Federal Rules to the contrary, (i) the terms of this Order shall be immediately effective and enforceable upon its entry, (ii) the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and (iii) the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

6. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation or enforcement of this Order

Dated: _____, 2019

UNITED STATES BANKRUPTCY JUDGE

Exhibit 2

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
KONA GRILL, INC., et al.,¹) Case No.: 19-10953 (CSS)
) Joint Administration Requested
Debtors.)
) Re: Docket No. 5

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS
FILE (A) CONSOLIDATED LIST OF CREDITORS AND
(B) CONSOLIDATED LIST OF DEBTORS TOP THIRTY UNSECURED
CREDITORS; (II) WAIVING THE RIGHT TO FILE A LIST OF EQUITY
SECURITY HOLDERS; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order pursuant to sections 105 and 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 1001-1(c) and 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") (i) authorizing the Debtors to file (a) a consolidated list of creditors in lieu of submitting separate mailing matrices for each Debtor and (b) a consolidated list of the Debtors' thirty (30) largest unsecured creditors; (ii) waiving the requirement to file a list of equity security holders; and (iii) granting related relief; and upon consideration of the First Day Declaration; and adequate notice of the Motion having

¹ The Debtors and the last four digits of their respective taxpayer identification numbers include: Kona Grill, Inc. (6690); Kona Restaurant Holdings, Inc. (6703); Kona Sushi, Inc. (4253); Kona Macadamia, Inc. (2438); Kona Texas Restaurants, Inc. (4089); Kona Grill International Holdings, Inc. (1841); Kona Baltimore, Inc. (9163); Kona Grill International, Inc. (7911); and Kona Grill Puerto Rico, Inc. (7641). The headquarters and service address for the above-captioned Debtors is 15059 North Scottsdale Road, Suite 300, Scottsdale, Arizona 85254.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

been given as set forth in the Motion; and it appearing that no other or further notice is necessary; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having determined that consideration of the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration establish just cause for the relief requested in the Motion, and that such relief is in the best interests of the Debtors, their estates, their creditors, and the parties in interest; and upon the record in these proceedings; and after due deliberation;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The requirement of Local Rule 2002-l(f)(v) that separate mailing matrices be submitted for each Debtor is permanently waived.
3. The Debtors are authorized to submit a consolidated list of their top thirty (30) unsecured creditors, provided, however, in the event of conversion of the Debtors' chapter 11 cases to cases under chapter 7, the Debtors will provide the Clerk of the Court with an unconsolidated list of creditors within ten (10) days of such conversion.
4. The requirement that the Debtors file a list of their equity security holders under Bankruptcy Rule 1007(a)(3) is waived on an interim basis.
5. A final hearing on the relief sought in the Motion shall be conducted on May 28, 2019 at 1:00 PM (ET). Any objections to the Motion and to entry of a final order must be filed on or before May 21, 2019 at 4:00 p.m. (ET) (the "Objection Deadline") and served so that it

is received and by the following parties on or before the Objection Deadline: (i) the Debtors, Kona Grill, Inc., 15059 N. Scottsdale Rd., Suite 300, Scottsdale, AZ 85254, Attn: Christopher J. Wells; (ii) proposed counsel for the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801, Attn: James E. O'Neill (joneill@pszjlaw.com); (iii) counsel to any statutory committee appointed in these cases; (iv) counsel for the Debtors' prepetition and postpetition secured lenders, Buchanan Ingersoll & Rooney PC, 919 North Market Street, Suite 990, Wilmington, DE 19801-1054 Attn: Mary F. Caloway, (mary.caloway@bipc.com); and (v) the Office of The United States Trustee, Attn: Jaclyn Weissgerber, (jaclyn.weissgerber@usdoj.gov), 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801.

6. Notwithstanding any provision in the Federal Rules to the contrary, (i) the terms of this Order shall be immediately effective and enforceable upon its entry, (ii) the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and (iii) the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

7. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation, implementation or enforcement of this Order

Dated: May 2, 2019



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE